

BEFORE THE TENNESSEE REGULATORY AUTHORITY

NASHVILLE, TENNESSEE

October 12, 2001

IN RE:

**ST. ANDREWS TELECOMMUNICATIONS, L.L.C.
REQUEST FOR APPROVAL OF MERGER
AND TRANSFER OF THE CERTIFICATE TO
PROVIDE OPERATOR SERVICES AND/OR RESELL
TELECOMMUNICATIONS SERVICES IN TENNESSEE**

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**DOCKET NO.
01-00463**

ORDER APPROVING TRANSFER OF AUTHORITY

This matter came before the Tennessee Regulatory Authority at a regularly scheduled Authority Conference held on June 26, 2001 for consideration of the Application of St. Andrews Telecommunications, L.L.C. ("St. Andrews, L.L.C.") for approval of a transfer of authority to provide utility services.

Requirement of and Standards for Authority Approval

Tenn. Code Ann. § 65-4-113 requires a public utility to obtain Authority approval to transfer its authority to provide utility services. Tenn. Code Ann. § 65-4-113(a) provides as follows:

(a) No public utility, as defined in § 65-4-101, shall transfer all or any part of its authority to provide utility services, derived from its certificate of public convenience and necessity issued by the authority, to any individual, partnership, corporation or other entity without first obtaining the approval of the authority.

Tenn. Code Ann. § 65-4-113(b) provides the standards by which the Authority shall consider an application for transfer of authority, in pertinent part, as follows:

(b) Upon petition for approval of the transfer of authority to provide utility services, the authority shall take into consideration all relevant factors, including, but not limited to, the suitability, the financial

responsibility, and capability of the proposed transferee to perform efficiently the utility services to be transferred and the benefit to the consuming public to be gained from the transfer. . . .

St. Andrews L.L.C.'s Application

In its Application, which was filed on May 29, 2001, St. Andrews, L.L.C. requests that the Authority approve the transfer of authority to provide utility services resulting from the merger of St. Andrews, L.L.C. with and into SAT Corporation, Inc. ("SAT") and the additional merger of the surviving entity, SAT, with and into St. Andrews Telecommunications, Inc. ("St. Andrews, Inc."), which will be the final surviving entity.

The Application states that St. Andrews, L.L.C. is a Kansas limited liability company that was granted a certificate of public convenience and necessity to provide operator services and/or resell telecommunications services in Tennessee by Order dated September 14, 1999 in Authority Docket No. 99-00590. The Application states that SAT is a Kansas corporation that does not currently hold certification to provide telecommunications services in Tennessee, and St. Andrews, Inc. is a Nevada corporation that does not currently hold certification to provide telecommunications services in Tennessee. The Application further states that the same managers, directors, officers, and technical experts that directed the operations of St. Andrews, L.L.C. will direct the operations of St. Andrews, Inc.

According to the Application, St. Andrews, Inc.'s operational plans are exactly the same as those of St. Andrews, L.L.C., including a plan to provide direct dial (1+) service, inbound toll-free number service, and travel card services for communications originating and terminating within the State of Tennessee.

Findings

The Directors of the Authority considered this matter at the June 26, 2001 Authority Conference. Based upon careful consideration of the Application, the Authority finds and

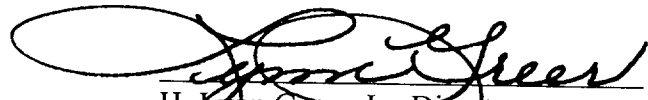
concludes as follows:

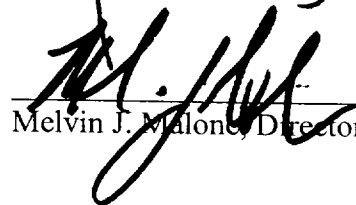
1. The Authority has jurisdiction over the subject matter of this Application pursuant to Tenn. Code Ann. § 65-4-113;
2. St. Andrews, L.L.C. has been granted authority to provide telecommunications services in Tennessee;
3. St. Andrews, L.L.C. will be merged into SAT Corporation, Inc., with SAT as the surviving corporation, and SAT will be merged into St. Andrews, Inc., resulting in a transfer of the authority to provide utility services from St. Andrews, L.L.C. to St. Andrews, Inc.;
4. Approval of the transfer of authority is appropriate pursuant to the provisions of Tenn. Code Ann. § 65-4-113.

IT IS THEREFORE ORDERED THAT:

1. The Petition of St. Andrews Telecommunications, L.L.C. for approval of the transfer of authority to provide utility services described herein is approved; and
2. Any party aggrieved by the Authority's decision in this matter may file a Petition for Reconsideration with the Authority within fifteen (15) days from and after the date of this Order.


Sara Kyle, Chairman


H. Lynn Greer, Jr., Director


Melvin J. Malone, Director

ATTEST:

K. David Waddell, Executive Secretary